

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA
Title III

No. 17 BK-3567-LTS

**DEBTOR'S INFORMATIVE MOTION
REGARDING (A) MODIFIED FIFTH AMENDED
TITLE III PLAN OF ADJUSTMENT OF THE PUERTO
RICO HIGHWAYS AND TRANSPORTATION AUTHORITY,
(B) HTA PLAN RESOLUTION, (C) REVISED PROPOSED HTA
CONFIRMATION ORDER, (D) REVISED PROPOSED FINDINGS OF
FACT AND CONCLUSIONS OF LAW, AND (E) PLAN SUPPLEMENT**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”),

as sole Title III representative of the Puerto Rico Highways and Transportation Authority (“HTA”

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801). Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.

or the “Debtor”), pursuant to Section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² respectfully submits this Informative Motion in response to the *Order to Submit Revised Proposed Plan and Related Materials* [ECF No. 1399 in Case No. 17-3567]³ (the “Order”) and states as follows:

The HTA Plan Confirmation

1. On August 13, 2022, the Oversight Board filed the *Fifth Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* [ECF No. 1377] (the “Fifth Amended HTA Plan”).⁴ The Court considered confirmation of the Fifth Amended HTA Plan, and objections thereto, at a hearing on August 17, 2022 (the “Confirmation Hearing”).
2. On August 18, 2022, the Court entered the *Order to Meet and Confer* [ECF No. 1389] (the “Meet & Confer Order”), directing Assured Guaranty Corp. and Assured Guaranty Municipal Corp. (together, “Assured”) and Franklin Advisors, Inc. and Nuveen Asset Management (together, the “HTA Insured Bondholder Group”) to meet and confer to reach an agreement and propose language reflecting the agreement for inclusion in the Fifth Amended HTA Plan to resolve the *Limited Objection of the HTA Insured Bondholder Group to the Third Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* [ECF No. 1301] (the “IBG Objection”). Meet & Confer Order ¶ 1.

3. On August 23, 2022, in accordance with the Meet & Confer Order, Assured and the HTA Insured Bondholder Group filed the *Joint Response of Assured Guaranty Corp., Assured Guaranty Municipal Corp., and HTA Insured Bondholder Group to Order to Meet and Confer*

² PROMESA is codified at 48 U.S.C. §§ 2101–2241.

³ Unless otherwise stated, all ECF Nos. shall refer to the docket in Case No. 17-3567.

⁴ Capitalized terms used herein that are not otherwise defined shall have the meanings given to them in the HTA Plan, as defined below.

(ECF No. 21863) [ECF No. 1394] (the “Joint Response”), which provided certain proposed revisions to the Fifth Amended HTA Plan, among other documents, to consensually resolve the IBG Objection to confirmation of the Fifth Amended HTA Plan.

4. On August 24, 2022, the Court entered the Order, directing the Oversight Board to make appropriate revisions to the Fifth Amended HTA Plan, proposed Findings of Fact and Conclusions of Law, and the proposed HTA Confirmation Order, as well as all other relevant plan materials, that address the Joint Response and representations made during the Confirmation Hearing that resolved other outstanding objections to the Fifth Amended HTA Plan. Order ¶ 2. On August 31, 2022, the Court entered the *Order Granting the Urgent Motion for Extension of Deadline to Submit Revised Proposed Plan and Related Materials* [ECF No. 1401], extending the deadline for the Oversight Board to submit a revised Fifth Amended HTA Plan and related materials to September 6, 2022 at 5:00 p.m. (Atlantic Standard Time).

Filing of Revised HTA Plan and Related Documents

5. Proposed HTA Plan. On September 6, 2022, and contemporaneously with the filing of this Informative Motion, the Oversight Board filed the *Modified Fifth Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* [ECF No. 1404] (the “HTA Plan”), which contains revisions that resolve the IBG Objection (as agreed to by Assured and the HTA Insured Bondholder Group) and, as represented on the record of the Confirmation Hearing, the objection filed by Finca Matilde, Inc. [ECF No. 1293]. Attached hereto as **Exhibit A** is a redline comparison of the HTA Plan against the Fifth Amended HTA Plan.

6. HTA Plan Resolution. The Oversight Board certified the submission of the HTA Plan by resolution, dated August 26, 2022 (the “HTA Plan Resolution”). The HTA Plan Resolution was adopted after the Oversight Board filed the *Debtor’s Second Amended Final Exhibit List in*

Connection with Confirmation Hearing [ECF No. 1379]. Accordingly, to complete the record, the HTA Plan Resolution is attached hereto as **Exhibit B**.

7. *Revised Proposed HTA Confirmation Order*. Attached hereto as **Exhibit C** is the revised proposed *Order and Judgment Confirming Modified Fifth Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* (the “Revised Proposed HTA Confirmation Order”), which reflects revisions in response to the Order and comments from certain parties. Attached hereto as **Exhibit D** is a redline comparison of the Revised Proposed HTA Confirmation Order against the previous proposed HTA Confirmation Order, filed on August 16, 2022 [ECF No. 1386].

8. *Revised Proposed Findings of Fact and Conclusions of Law*. Attached hereto as **Exhibit E** is a revised proposed *Findings of Fact and Conclusions of Law in Connection with Confirmation of Modified Fifth Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* (the “Revised Proposed Findings of Fact and Conclusions of Law”), which reflects revisions in response to the Order and comments from certain parties. Attached hereto as **Exhibit F** is a redline comparison of the Revised Proposed Findings of Fact and Conclusions of Law against the previous proposed Findings of Fact and Conclusions of Law filed on August 16, 2022 [ECF No. 1387].

9. *Amended Plan Supplement*. Attached hereto as **Exhibit G** is the *Second Amended Plan Supplement and Plan Related Documents of the Puerto Rico Highways and Transportation Authority* (the “Second Amended HTA Plan Supplement”), which includes revisions to certain documents contained in the HTA Plan Supplement filed on August 7, 2022 (the “Amended HTA Plan Supplement”) [ECF No. 1351], including, without limitation, the New HTA Bonds Indenture, the modifications of which have been consented to in accordance with the terms and provisions of

the HTA/CCDA Plan Support Agreement. The Second Amended HTA Plan Supplement contains the documents listed in the table of contents of Exhibit G and redlines of the documents compared against the versions filed as part of the Amended HTA Plan Supplement, where appropriate.

WHEREFORE the Oversight Board respectfully requests that the Court take notice of the foregoing.

Dated: September 6, 2022
San Juan, Puerto Rico

Respectfully submitted,

/s/ Brian S. Rosen
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